1409940

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response ... 16

	USE ONLY
Prefix	Serial
	Received
Date	vecerven

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Beacon Enterprise Solutions Group, Inc.	SEC
Filing under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing: [] Amendment	Mail Processing Section
A. BASIC IDENTIFICATION DATA	<u>FEB 3 0,5008</u>
Enter the information requested about the issuer	I last or o
Name of Issuer ([]] check if this is an amendment and name has changed, and indicate change.) Beacon Enterprise Solutions Group, Inc. (the "Issuer")	Washington, DC 101
Address of Executive Offices (Number and Street, City, State, Zip Code 124 N. First Street, Louisville, Kentucky 40202	Telephone Number (Including Area Code) 502-379-4788
Address of Principal Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code
Brief Description of Business Holding Company [X] corporation [1] limited partnership, already formed [1] other - LCC [R] 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	
[X] corporation [] limited partnership, already formed [] other - LLC FEB 2 6 2008	
Actual or Estimated Date of Incorporation or Organization: Month Year	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [I][N]	- 08040443

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - · Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Widener, Bruce
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Henderson, J. Sherman
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partne
Full Name (Last name first, if individual)
Clarkson, Robert
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202
Check Box(es) that Apply:[] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Mills, Richard C
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202
Check Box(es) that Apply:[] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Peters, John W.
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202
Check Box(es) that Apply:[] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Mohr, Robert
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202
Check Box(es) that Apply:[] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Kerr, Kenneth
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202
Check Box(es) that Apply:[] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Rhodes, John D. III
Business or Residence Address (Number and Street, City, State, Zip Code)
124 N. First Street, Louisville, Kentucky 40202

					B. INT	ORMATION	I ABOUT	OFFERING	·					
B. Incommension Annotor OFFERING Annews also in Appendix, Column 2, if filling under Under Under 1, and 1,														
2.What is t	he minir	mum inves	tment the	st will	be acce	pted fro	am any i	ubiviba.	a1?	• • • • • • • •	•••••	• • • • • • •	\$	100,000*
3.Does the	offering	permit j	oint owne	rship of	a singl	e unit?			• • • • • • •		• • • • • • •		[X] Ye	as [] No
any commi the offer the SEC a be listed or dealer	ssion or ing. If nd/or wi are ass only.	similar a person th a stat ociated p	remunerate to be 1: e or state ersons of	ion for isted is es, list such a	solicita an asso the na broker	ation of ociated ; me of th or deal	purchas person c e brokes ar, you	sers in r agent r or dea may set	connecti of a br ler. If forth t	on with roker or more t the info	sales o dealer han five rmation	of securi register (5) per for that	ties : ed wit sons t	in ch co
	•		_	_	tion to	accept i	funds lo	wer than	the Mi	nimum In	vestment	•		
							<u>.</u>						-	
							Vork	10016						
	•	<u>-</u>		•					e. Zip	Code)				
				,						•				
Name of A	ssocia	ted Bro	ter or 1	Dealer	-									
States in	Which	Person	Listed	Has So	olicite	d or I	ntends	to So	licit :	Purcha	sers			
												r 1	וומ	States
(AL) (MT)	(ak (en [ne] [AZ]] [IA]] [NV]	[AR] [K S] [NH]	[KY] [CA]	[GO] [LA] [MM]	[ME] [NH]	[DE] [MD]	[DC] [MA] [ND]	[OH] [MP] [MP]	[OK] [MN]	[HI] [MS] [OR]	[ID] [PA]	71.2.2	Deales
							, City	, Stat	e, Zip	Code)				
Name of A	vesocie.	ted Bro	ker or	Dealer	-						_			
States in	which	Person	Listed	Has So	olicite	d or I	ntends	to So	licit	Purcha	sers			
(Check "I	All Sta	tes" or	check	indivi	iual St	ates).						[]	All	States
-	_						= =	= =			= ==	- I - I		
[MT]	NE	[NV]	[NH]	[UJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
Full Name	e (Last	name f	irst, i	f indi	vidual)				-				_	
The company of the issuer intend to soil, to non-secretical diversions in this offering?[] Yes it! No Annews also in Angonatia, to Column 2, it filling under Unit Mant is the minimum investment that will be accepted from any individual?														
		Ended, or does the issuer intend to sell, to non-accredited investors in this offering?[] Yes [8] No knews also in Appendix, Column 2, if filling under UGE. dinimum investment that will be accepted from any individual?												
Name of 1	Associa	ted Bro	ker or	Dealer										
States in	which	Person	Listed	Has S	olicite	ed or I	ntends	to Sc	licit	Purcha	sers			
(Check "	All Sta	tes" or	check	indivi	dual St						•••••	[]	A11	States
[AL]	[AK	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
							- I . I				I . I			
[RI]				[TX]	[UT]	[VT]	- I - I	_			7 5			

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PRO	CEEDS	
•	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security	Aggregate Offering Price	Amount Alread
	Debt	\$	\$
*ile	Equity [] Common [] Preferred Convertible Securities	\$\$ \$\$ \$_4,000,000 \$_4,000,000	\$\$ \$\$ \$\$ \$_4,000,000 \$_4,000,000
01.	Answer also in Appendix, Column 3 if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the		
	aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have		
	purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Mumber Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	101^	\$ 4,000,000
	Non-Accredited Investors		\$
	Total (for filings under Rule 504 only		\$
	Answer also in Appendix, Column 4 if filing under ULOE.		
	^Includes forty (40) Foreign Accredited Investors for \$1,333,800.		
3.	If this filing is for an offering under rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.a	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	[]\$_	
	Printing and Engraving Costs	_	
	Legal Fees	_	50,000
	Accounting Fees		
	Engineering Fees	[]\$_	
	Potential Sales Commission (10%) of broker-dealers, if used	(x) \$_	520 <u>,000</u>
	Other Expenses (identify) Non-accountable (including Legal) Expenses, Blue Sky Filing Fees	[x] \$_	_50,000

[X] \$<u>_620,000</u>_

	C. OFFERING PRICE, I	NUMBER OF INVESTORS, EXPENSES AND USE	OF PROC	EEDS	
	b. Enter the difference between the response to Part C - Question 1 and to to Part C - Question 4.a. This differe proceeds to the issuer."	nce is the "adjusted gross			\$ <u>3,380,000</u>
5.	Indicate below the amount of the adju- used or proposed to be used for each amount for any purpose is not known, to box to the left of the estimate. The equal the adjusted gross proceeds to the Part C - Question 4.b above.	of the purposes shown. If the furnish an estimate and check the total of the payments listed must			
				Payments to Officers Directors & Affiliates	Payments to Others
	Salaries and fees.		[]	\$(]	\$
	Purchase of real estate		[]	\$[]	\$
	Purchase, rental or leasing and installation of machine	ry and equipment	[]	\$[]	s
	Construction or leasing of plant buildings and facilities	S	[]	\$[]	\$
	Acquisition of other businesses		[]	\$[]	\$
	Repayment of indebtedness		[]	\${ []	\$
	Working Capital		[]	\$[X	\$_3,380.000
	Other		[]	\$[\$
-	Column Totals		[]	\$[X] \$ _3,380,000_
	Total Payments Listed (column totals added)			[X]\$ <u>3.380</u> .	000
		D. FEDERAL SIGNATURE			
ın unde	er has duly caused this notice to be signed by the understaking by the issuer to furnish to the U.S. Securities and redited investor pursuant to paragraph (b)(2) of Rule 502	Exchange Commission, upon written request of its s	under Rul staff, the in	e 505, the following sig formation furnished by	nature constitutes the issuer to any
Issuer	(Print or Type)	Signature		Date	
	con Enterprise Solutions Group, Inc.	William !		ebruary 13 , 2008	
	(Print or Type)	Title (Print or Type)	11.	- , 2000	
Bry	ce Widener	CEO			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	·	···
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? N/A	Yes []	No []

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. N/A
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. N/A
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Beacon Enterprise Solutions Group, Inc.	Or Olda	February 13, 2008
Name (Print or Type)	Title (Print or Type)	
Bruce Widener	CEO	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	2		3		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
J	Intend to se to non-accr Investors in (Part B-Iten	edited state	Type of Security and aggregate Offering price Offered in state (Part C-Item 1)	Type of Investor and Amount purchased in State (Part C-Item 2)					
State	YES	NO	Units(\$)* @ \$100,000 each	No. of Accredited Investors	Amount (\$)	No. of Non- Accredited Investors	Amount	YES	NO
AL	165	Х	17,000	1	17,000	LIVESIOIS	7 dilouis	1	1
AK				<u>.</u>	-				
AZ									
AR		Х	20,000	1	20,000				
CA		Х	630,000	11	630,000				
СО		Х	98,000	3	98,000	-	"		
CT		Х	75,000	4	75,000			_	
DE									
DC									
FL		Х	160,000	5	160,000				
GA		Х	50,000	1	50,000				i
HI									
ID									
IL		Х	10,000	1	10,000				
IN		Х	20,000	1	20,000				
IA									
KS		Х	30,000	1	30,000				
KY									
LA									
ME									<u> </u>
MD									
MA									
MI		Х	75,000	3	75,000				<u> </u>
MN									
MS									
MO		Х	590,200	8	590,200				

^{*}Each unit consists of (i) 100 shares of Beacon Series A Convertible Preferred Stock and (ii) a five year warrant to purchase 66,667 shares of Beacon's common stock.



APPENDIX

Intend to sell to non-accredited investors in state (Part B-Item 1)		3 Type of Security And aggregate Offering price Offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
YES 1	NO	Units(\$)* @ 100,000 each	No. of Accredited Investors	Amount (\$)	No. of Non- Accredited Investors	Amount	YES	NO
							 	<u> </u>
					ļ	ļ		
	Х	85,000	2	85,000	1			
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
	Х	326,000	6	326,000				<u> </u>
† †								
	Х	50,000	1	50,000			 	
1	Х	25,000	1	25,000				
1					<u> </u>			
	Х	80,000	2	80,000			 	
	Х	30,000	1	30,000		<u> </u>		
			 		<u> </u>	1		
† †					<u> </u>			
†	Х	167,500	5	167,500				
		7,500	1	7,500		1		
 					<u> </u>			
	-							
1	Х	120,000	2	120,000	1			
1								
1 1								
	Intend to sell to non-accredit investors in sta (Part B-Item I	Intend to sell to non-accredited investors in state (Part B-Item I) YES NO X X X X X X X X	Intend to sell to non-accredited investors in state (Part B-Item I) YES NO Units(\$)* @ 100,000 each X 85,000 X 326,000 X 50,000 X 50,000 X 80,000 X 80,000 X 30,000 X 167,500 7,500	Type of Security And aggregate Offering price Off	Type of Security And aggregate to non-accredited investors in state (Part B-Item 1) Type of Investor and Amount purchased in S (Part C-Item 2) Type of Investor and Amount purchased in S (Part C-Item 2) No. of Accredited Investors X 85,000 2 85,000 X 326,000 6 326,000 X 50,000 1 50,000 X 25,000 1 25,000 X 80,000 2 80,000 X 80,000 2 80,000 X 80,000 5 167,500 X 167,500 5 167,500 7,500 1 7,500	Type of Security And aggregate Offering price Off	2	Type of Security And aggregate Offering price of Security And aggregate (Part B-Item 1) Type of Investors and Amount purchased in State (Part B-Item 1) Type of Investor in state (Part B-Item 1) Type of Investor in State (Part B-Item 1) Type of Investors in State (Part B-Item 1) Type of Investors in State (Part B-Item 1) Type of Investors Type of In

^{*}Each unit consists of (i) 100 shares of Beacon Series A Convertible Preferred Stock and (ii) a five year warrant to purchase 66,667 shares of Beacon's common stock.